

**ENTERED**

June 13, 2022

Nathan Ochsner, Clerk

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

BRAZOS ELECTRIC POWER  
COOPERATIVE, INC.,<sup>1</sup>

Debtor.

BRAZOS ELECTRIC POWER  
COOPERATIVE, INC., *et al.*,<sup>2</sup>

Plaintiffs,

v.

ELECTRIC RELIABILITY COUNCIL OF  
TEXAS, INC., *et al.*,<sup>3</sup>  
Defendants.

Chapter 11

Case No. 21-30725 (DRJ)

Adv. Proc. No. 21-03863 (DRJ)

**STIPULATION AND AGREED ORDER REMOVING  
TALEN ENERGY SUPPLY, LLC FROM THE ADVERSARY PROCEEDING**

**WHEREAS**, on August 18, 2021, the Debtor filed the *Debtor's Complaint Objecting to ERCOT's Proof of Claim and Other Relief* [Adv. Dkt. No. 1] (the “Complaint”) with this Court, commencing the above-captioned adversary proceeding (the “Adversary Proceeding”);

**WHEREAS**, on October 22, 2021, the Court entered the *Order Granting Calpine Corporation, Tenaska Power Services Co., NRG Energy, Inc., ENGIE Energy Marketing NA, Inc.,*

---

<sup>1</sup> The Debtor in this chapter 11 case, along with the last four digits of its federal tax identification number is: Brazos Electric Power Cooperative, Inc. (4729). Additional information regarding this case may be obtained on the website of the Debtor's proposed claims and noticing agent at <http://cases.stretto.com/Brazos>. The Debtor's address is 7616 Bagby Avenue, Waco, TX 76712.

<sup>2</sup> The Plaintiff-Intervenors in this Adversary Proceeding are: the Official Committee of Unsecured Creditors, Mid-South Electric Cooperative Association; Denton County Electric Cooperative, Inc., d/b/a CoServ Electric; United Electric Cooperative Services, Inc., d/b/a United Cooperative Services; Tri-County Electric Cooperative, Inc.; Bartlett Electric Cooperative, Inc.; Comanche County Electric Cooperative Association; Cooke County Electric Cooperative Association, Inc. d/b/a PenTex Energy; Hamilton County Electric Cooperative Association; Heart of Texas Electric Cooperative, Inc.; J-A-C Electric Cooperative, Inc.; Navasota Valley Electric Cooperative, Inc.; and Wise Electric Cooperative, Inc.

<sup>3</sup> The Defendant-Intervenors in this Adversary Proceeding are: Calpine Corporation; Tenaska Power Services Co.; NRG Energy, Inc.; ENGIE Energy Marketing NA, Inc.; Talen Energy Supply, LLC; Golden Spread Electric Cooperative, Inc.; South Texas Electric Cooperative; and NextEra Energy Marketing, LLC.

*Talen Energy Supply, LLC, Golden Spread Electric Cooperative, Inc., South Texas Electric Cooperative, Inc., and NextEra Energy Marketing, LLC's Motion to Intervene* [Adv. Dkt. No. 140] (the “Intervention Order”), authorizing certain parties to intervene as defendants in this Adversary Proceeding, including Talen Energy Supply, LLC, on behalf of itself and each of its affiliates, including but not limited to Talen Energy Marketing, LLC (collectively, “Talen”);

**WHEREAS**, on May 9, 2022, Talen filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, commencing the case *In re Talen Energy Supply, LLC*, Case No. 22-90054 (MI) (Bankr. S.D. Tex.) in this Court;

**WHEREAS**, in furtherance of, and in deference to, its own restructuring efforts, Talen seeks to be dropped from this Adversary Proceeding pursuant to Federal Rule of Bankruptcy Procedure 7021 as a party to this action.

**NOW THEREFORE, IT IS HEREBY STIPULATED, AGREED AND ORDERED:**

1. Pursuant to Federal Rule of Bankruptcy Procedure 7021, Talen is dropped from the Adversary Proceeding and shall no longer be a party or a Defendant Intervenor (as such term is defined in the Intervention Order).
2. The Court retains jurisdiction in connection with this order and all matters related thereto.

**Signed: June 13, 2022.**



DAVID R. JONES  
UNITED STATES BANKRUPTCY JUDGE

**NORTON ROSE FULBRIGHT US LLP**

By: /s/ Paul Trahan

Jason L. Boland (SBT 24040542)  
Julie G. Harrison (SBT 24092434)  
Maria Mokrzycka (SBT 24119994)  
1301 McKinney Street, Suite 5100  
Houston, TX 77010  
Telephone: (713) 651-5151  
Facsimile: (713) 651-5246  
Email: jason.boland@nortonrosefulbright.com  
Email: julie.harrison@nortonrosefulbright.com  
Email: maria.mokrzycka@nortonrosefulbright.com

Paul Trahan (SBT 24003075)  
98 San Jacinto Boulevard, Suite 1100  
Austin, TX 78701  
Telephone: (512) 536 5288  
Facsimile: (512) 536 4598  
Email: paul.trahan@nortonrosefulbright.com

*Counsel for the Debtor and Debtor in Possession*

**EVERSHEDS SUTHERLAND (US) LLP**

Lino Mendiola (SBT 00791248)  
Michael Boldt (SBT 24064918)  
One American Center  
600 Congress Ave., Suite 2000  
Austin, TX 78701  
Telephone: (512) 721-2700  
Facsimile: (512) 721-2656  
Email: linomendiola@eversheds-sutherland.us  
Email: michaelboldt@eversheds-sutherland.us

*Special Counsel for the Debtor and Debtor in Possession*

-and-

**O'MELVENY & MYERS LLP**

Louis R. Strubeck, Jr. (SBT 19425600)  
Nick Hendrix (SBT 24087708)  
2501 North Harwood Street  
Dallas, Texas 75201  
Telephone: (972) 360-1925  
Email: lstrubeck@omm.com  
Email: nhendrix@omm.com

**MUNSCH HARDT KOPF & HARR, P.C.**

By: /s/ Kevin M. Lippman

Kevin M. Lippman  
Texas Bar No. 00784479  
klippman@munsch.com  
Deborah Perry  
Texas Bar No. 24002755  
dperry@munsch.com  
Jamil N. Alibhai  
Texas Bar No. 00793248  
jalibhai@munsch.com  
Ross Parker  
Texas State Bar No. 24007804  
rparker@munsch.com  
3800 Ross Tower  
500 N. Akard Street  
Dallas, Texas 75201-6659  
Telephone: (214) 855-7500  
Facsimile: (214) 855-7584

*Counsel for the Electric Reliability Council of Texas, Inc.*

**KIRKLAND & ELLIS LLP KIRKLAND & ELLIS INTERNATIONAL LLP**

By: /s/ Aparna Yenamandra

David R. Seligman, P.C. (admitted *pro hac vice*)  
300 North LaSalle Street  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
Email: david.seligman@kirkland.com

Mark McKane, P.C. (admitted *pro hac vice*)  
555 California Street

San Francisco, California 94104

Telephone: (415) 439-1400

Facsimile: (212) 439-1500

Email: mark.mckane@kirkland.com

Aparna Yenamandra (admitted *pro hac vice*)

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

<p><i>Co-Counsel for the Debtor and Debtor in Possession</i></p> <p><b>PORTER HEDGES LLP</b></p> <p>By: <u>/s/ John F. Higgins</u> John F. Higgins (SBT 09597500) Eric D. Wade (SBT 00794802) Heather K. Hatfield (SBT 24050730) M. Shane Johnson (SBT 24083263) Megan Young-John (SBT 24088700) 1000 Main Street, 36th Floor Houston, Texas 77002 Telephone: (713) 226-6000 Email: jhiggins@porterhedges.com Email: ewade@porterhedges.com Email: hhatfield@porterhedges.com Email: sjohnson@porterhedges.com Email: myoung-john@porterhedges.com</p> <p>-and-</p> <p><b>KRAMER LEVIN NAFTALIS &amp; FRANKEL LLP</b></p> <p>Thomas Moers Mayer (admitted <i>pro hac vice</i>) Amy Caton (admitted <i>pro hac vice</i>) Jennifer Sharret (admitted <i>pro hac vice</i>) 1177 Avenue of the Americas New York, New York 10036 Telephone: (212) 715-9100 Facsimile: (212) 715-8000 Email: tmayer@kramerlevin.com Email: acaton@kramerlevin.com Email: jsharret@kramerlevin.com</p> <p><i>Counsel for the Official Committee of Unsecured Creditors</i></p> <p><b>MCDERMOTT WILL &amp; EMERY LLP</b></p> <p>By: <u>/s/ Charles R. Gibbs</u> Charles R. Gibbs (SBT 7846300) Eric Seitz (SBT 24067863) Jane A. Gerber (SBT 24092416) 2501 North Harwood Street, Suite 1900 Dallas, Texas 75201 Telephone: (214) 295-8000 Facsimile: (972) 232-3098 Email: crgibbs@mwe.com Email: eseitz@mwe.com Email: jagerber@mwe.com</p>	<p>Facsimile: (212) 446-4900 Email: aparna.yenamandra@kirkland.com</p> <p><i>Counsel for Calpine Corporation</i></p> <p><b>SHEARMAN &amp; STERLING LLP</b></p> <p>By: <u>/s/ C. Luckey McDowell</u> C. Luckey McDowell (SBT 24034565) Ian E. Roberts (SBT 24056217) 2828 N. Harwood Street, Suite 1800 Dallas, Texas 75201 Telephone: (214) 403-0649 Email: luckey.mcdowell@shearman.com Email: ian.roberts@shearman.com</p> <p>Joel Moss (admitted <i>pro hac vice</i>) 535 Mission Street, 24th Floor San Francisco, CA 94105 Telephone: (212) 848-4693 Email: joel.moss@shearman.com</p> <p>Jonathan M. Dunworth (admitted <i>pro hac vice</i>) 599 Lexington Avenue New York, NY 10022 Telephone: (212) 848-5288 Email: jonathan.dunworth@shearman.com</p> <p><i>Counsel for NRG Energy, Inc., ENGIE Energy Marketing NA, Inc., Talen Energy Supply, LLC, and NextEra Energy Marketing, LLC</i></p> <p><b>HAYNES AND BOONE, LLP</b></p> <p>By: <u>/s/ Patrick L. Hughes</u> Patrick L. Hughes (SBT 10227300) David Trausch (SBT 24113513) 1221 McKinney, Suite 4000 Houston, TX 77010 Tel: (713) 547-2000 Fax: (713) 547-2600 Email: patrick.hughes@haynesboone.com Email: david.trausch@haynesboone.com</p> <p><i>Counsel to South Texas Electric Cooperative, Inc.</i></p>
--	--

*Counsel to Denton County Electric Cooperative, Inc., d/b/a CoServ Electric*

**BRACEWELL LLP**

By: /s/ Jason Cohen

Jason Cohen (SBT 24050435)  
Nancy McEvily Davis (SBT 24078971)  
711 Louisiana, Suite 2300  
Houston, Texas 77002  
Telephone: (713) 223-2300  
Facsimile: (800) 404-3970  
Email: jason.cohen@bracewell.com  
Email: nancy.davis@bracewell.com

*Counsel for Mid-South Electric Cooperative Association*

**FORSHEY & PROSTOK LLP**

By: /s/ Sarah Link Schultz

J. Robert Forshey (SBT 07264200)  
Jeff P. Prostok (SBT 16352500) 777  
Main Street, Suite 1550  
Fort Worth, Texas 76102 Telephone:  
(817) 877-8855  
Facsimile: (817) 877-4151  
Email: bforshey@forsheyprostok.com  
Email: jprostok@forsheyprostok.com

-and-

**AKIN GUMP STRAUSS HAUER & FELD LLP**

Sarah Link Schultz (SBT 24033047)  
2300 N. Field Street  
Suite 1800  
Dallas, Texas 75201  
Telephone: (214) 969-4367  
Facsimile: (214) 969-4343  
Email: sschultz@akingump.com

*Counsel for Tri-County Electric Cooperative, Inc.*

**ROSS & SMITH, PC**

By: /s/ Judith W. Ross

Judith W. Ross (SBT 21010670)  
700 North Pearl Street, Suite 1610  
Dallas, TX 75201  
Tel: (214) 377-8659  
Email: judith.ross@judithwross.com

*Counsel to Tenaska Power Services Co.*

**HOLLAND & KNIGHT LLP**

By: /s/ Annapoorni R. Sankaran

Annapoorni R. Sankaran  
TX Bar No. 24071918  
1100 Louisiana Street, Suite 4300  
Houston, TX 77002  
Telephone: (713) 821-7000  
Facsimile: (713) 821-7001  
Email: anna.sankaran@hklaw.com

*Counsel to Golden Spread Electric Cooperative, Inc.*

**BONDS ELLIS EPPICH SCHAFER JONES LLP**

*By: /s/ Joshua N. Eppich*  
John Y. Bonds, III (SBT 02589100)  
Joshua N. Eppich (SBT 24050567)  
J. Robertson Clarke (SBT 24108098)  
420 Throckmorton Street, Suite 1000  
Fort Worth, Texas 76102  
Telephone: (817) 405-6900  
Facsimile: (817) 405-6902  
Email: john@bondellis.com  
Email: joshua@bondellis.com  
Email: robbie.clarke@bondellis.com

*Counsel for United Electric Cooperative Services, Inc.  
d/b/a United Cooperative Services*

**VINSON & ELKINS LLP**

*By: /s/ Jordan W. Leu*  
Harry A. Perrin (SBT 15796800)  
Michael A. Garza  
(S.D. Tex. Fed. I.D. No. 3174861)  
Kiran Vakamudi (SBT 24106540)  
1001 Fannin Street, Suite 2500  
Houston, Texas 77002  
Telephone: (713) 758-2222  
Facsimile: (713) 758-2346  
Email: hperrin@velaw.com  
Email: mgarza@velaw.com  
Email: kvakamudi@velaw.com

Jordan W. Leu (SBT 24070139)  
2001 Ross Avenue, Suite 3900  
Dallas, Texas 75201  
Telephone: (214) 220-7700  
Facsimile: (214) 220-7716  
Email: jleu@velaw.com

*Counsel for the Ad Hoc Group of Member-Owner  
Distribution Cooperatives*